



The David J. Joseph Company

August 16, 2004

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

RECORDATION NO. 25148 FILED

AUG 17 '04 11-36 AM

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Railroad Equipment Lease Agreement dated as of August 10, 2004 between the following parties:

Lessee: Ohio Central Railroad System
47849 Papermill Road
Coshocton, OH 43812

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment, fifty-nine (59) railcars, involved in this transaction.

This filing is to appear in the index as follows: Memorandum of Railroad Equipment Lease Agreement dated August 10, 2004 related to fifty-nine (59) railcars bearing reporting marks CUOH 3020-3039, sporadic; and OHCR 6053 - 6111, sporadic.

Please file this agreement as a primary document. The amount of \$30.00 is included on the enclosed Check No. 561505 for the filing fees for this document. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

The David J. Joseph Company

Julie M. Woodard
Documentation Coordinator

Enclosures

RECORDATION NO. 25148 FILED

MEMORANDUM OF AUG 17 '04 11-36 AM
RAILROAD EQUIPMENT LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE** ("Memorandum of Lease") entered into this 10th day of August, 2004, is intended to evidence the lease dated as of July 9, 2004 (the "Lease"), between **THE DAVID J. JOSEPH COMPANY**, a Delaware corporation ("Lessor"), and **OHIO CENTRAL RAILROAD SYSTEM**, a Delaware corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessee has the right to use the fifty-nine (59) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

THE DAVID J. JOSEPH COMPANY

By: 

Name: Paul G. Jantsch

Title: VP

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 10th day of August, 2004, by Paul G. Jantsch, the Executive Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

Angela Denise Watts
Notary Public

My Commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

EXHIBIT A

To the Memorandum of Lease dated August 10, 2004, between The David J. Joseph Company and Ohio Central Railroad System.

DESCRIPTION OF UNITS

Fifty-nine (59) railcars bearing reporting marks as follows:

CUOH 3020-3023, inclusive;
CUOH 3028-3039, inclusive;
OHCR 6053-6066, inclusive;
OHCR 6069-6093, inclusive;
OHCR 6106;
OHCR 6108;
OHCR 6110-6111, inclusive